PECO BLEO.

FEB 2 8 2007

FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION-Washington, D.C. 20549

GOODWIN

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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20	S	OMB APPR	OVAL
	OM	B Number:	3235-0076
	Exp		
	Esti	mated averag	e burden
	hou	ns per respon	se 16.00

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Name of Offering ( check if this is an argendment and	d name has changed, and indicate change.)	
Offer and sale of Series C-1 Preferred Stock	-	
Filing Under (Check box(es) that apply): Rule 504 Type of Filing: New Filing Amendment	Rule 505 Rule 506 Section 4(6)	109463
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer		
Name of Issuer ( check if this is an amendment and as	ame has changed, and indicate change.)	
Brix Networks, Inc.:		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
285 Mill Road, Cheimsford, MA 01824		(976) 367-5000
Address of Principal Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business		
Internet services		PROCESSED
	ership, already formed other (pership, to be formed	MAR <b>2 0</b> 2007
Actual or Estimated Dote of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-leaves) CN for Ca		1 THUNSON

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issue: a making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the dete it was moiled by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five 15's copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the leaver and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filling Fee: There is no federal filling fee.

This notice shall be used to Indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE most file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal natice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not

2. Enter the information	Concreted for the	A. DASI	IC IDENTIFICATION	DATA	."	
2. Enter the information	tedorated tol (V	c lollowing:				
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penericial 0.	MILES ABATUR FUC	power to vote or dienner	or dimension			
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Full Name (Last name first,	_	T Bancficial Dw	Wher 🗹 Executive O	Micer Dire	ctor General an Managing	
Pincince, Thomas .1.	if individual)		<del></del>	<del></del>		
Business or Residence Addre c/o Brbx Networks, Inc., 2	अस् (Number a !85 Mill Road,	ad Street, City, State, Zi Chelmsford, MA 018	ip Code) 324	<del></del>		<del></del>
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	<u>-</u>	Beneficial Own	ner 📗 Executive Off	ficer Direc	tor General and Managing	
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Chinnici, Joseph					<del></del>	
Business or Residence Addres	5 (Number an	d Street, City, State, Zig	C-4->			
c/o Brix Networks, Int., 28	5 Mill Road, C	helmsford Ma 0192	) LDGe) A			
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		Beneficial Own	er 🔲 Executive Offi	cer Directo	or General and/	or .
Full Name (Last name first, if Gruber, Rubin	individual)				Managing P	ertner
Business or Residence Address	(Number and	Street, City, State, Zip	Code)			
OO DITK NELWORKS, Inc., 285	3 Mill Road, Ci	helmsford, MA 01824	1			
Check Box(es) that Appl ::	Promoter	Beneficial Owner				
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Full Name (Last name fir. L if i	ndividual				Managing Po	rtner
Cetterson, Robert	,					
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aberl, Nina siness or Residence Address o Brix Networks, Inc., 285 Networks are the color of the Republic Colo	(Number and St Will Road, Che Promoter [	Imsford, MA 01824		Director	General and/or Managing Partne	
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— <b>●</b> Epo	a Seneral and man	aging partner	of partnership issuers.	, <u>Z</u>	a grandered hartisti	s or partnership issuers; and
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Full Name (La	st name first, if inc	dividual				Managing Partner
Charles Rive	r Pertnership IX	. a limited o	artoomhin			
Business or Re	sidence Address	(Number and	Charle Cir. C	Code)		
		I. MA 02451				
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	_		_		cer Director	C) Amiretal Riftmbl
Full Name (Las	name rirst, if indi	ividual)	·			Managing Pertner
Charles Rive	Partnership X,	a limited par	rinership			
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	,		P. CONCILCIAL OWNER	Executive Office	er Director	General and/or
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2 Davonshim	Circa Dozon	Number and Si	treet, City, State, Zip C	lode)		
back David and	Street, R278B, I	Boston, MA	02109			
hock Box(cs) th	at Apply:	Promoter	Beneficial Owner	Executive Office	r   Director	
				_		General and/or Managing Partner
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	Apply   Pi	romoter [	Beneficial Owner	Executive Officer	Director	General and/or
Name (1			_		_	Managing Partner
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iness or Residen	ce Addiess (Nur	mber and Street	ct, City, State, Zip Cod	e)	<del></del>	
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k Box(cs) that	oply: Pro	Ofmotor	Beneficial Owner			
		ں		Executive Officer	Director	General and/or
Name (Last new	e first, findividu	on —				Managing Partner
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; ·			27 - No.			B. INFOR	MATION .	BOUT OF	FERING	<del></del>	<del></del>		
ŧ.	Has t	he issue	sold, or de	es the issi					<del></del>	offering?			
_					WUZMCL 81	so in Appe	ndix. Colo	Imn 2 JF 6	line	717.00		_	
2.	What	is the mi	nimum inv	estment th	at will be	accepted fr	om any in	dividual?		***************************************	f	. <b>s</b> _	N/A
3.	Docs	the offer	ng permit	joint owno	rship of a	Single unit	?				**************************	Yes	No
4.	comm If a po or stat	ission or rson to ba	similar rem : listed is a	uneration associate	caen perso for solicita d person or	on who has tion of pure agent of a	been or v hasers in d broker or d	will be paid connection	l or given, with sales o tered with t	directly or	indirectly, an in the offering for with a stat persons of suc	y	
Full	Name	(Lost na	ne first, if	individual	)			- or degler	——————————————————————————————————————	<del></del>			
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(	(Check	"All Sta	es" or che	ck indlvid	ual States)			*************	-10110010010010010101		***************************************	ПΔ	III States
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C. OFFERING PRICE, NUMBER OF INVESTORS, E.	KPENSES AND USE OF PROCEEDS	
<ol> <li>Enter the aggregate offering price of securities included in this offering and sold. Enter "0" if the answer is "none" or "zero." If the transaction is an e this box and indicate in the columns below the amounts of the securities of already exchanged.</li> </ol>	the total amount already exchange offering, check offered for exchange and	
Type of Security	Aggregate Offering Price	Amount Airead
Debt	6 0.00	\$ 0.00
Equity	\$ 0.00	\$ 0.00
Common Call	Preferred	\$ 0.00
Convertible Securities (including warrants)	n 3,000 001 40	3,000,001.40
Partnership Interests	• 0.00	2
Other (Specify	. 0.00	\$ 0.00 \$ 0.00
Total	• 3 000 001 40	•
Answer also in Appendix, Column 3, if filing under ULOE.	\$ 0.000,001,40	\$ 3,000,001.40
<ol> <li>Enter the number of accredited and non-accredited investors who have purel offering and the aggregate dollar amounts of their purchases. For offerings un the number of persons who have purchased securities and the aggregate d purchases on the total lines. Enter "0" if answer is "none" or "zero."</li> </ol>	ider Rule 504, indicate Iollar amount of their	4.
	Number	Aggregate Dollar Amount
Accredited Investors	ltivestors	of Purchases
Non-accredit d Investors	28	\$ 3,000,001.40
Total for filings under Rule \$04 and a	0	2 00.00
Total i for filings under Rule 504 only)	N/A	2 0.00
If this filing is for an offering under Rule 504 or 505, enter the information requesold by the issuer, to date, in offerings of the types indicated, in the twelve (12 first sale of securities in this offering. Classify securities by type listed in Par	sted for all securities	
Type of Offering	Type of	Dollar Amount
Rule 505	Security N/A	Sold
Regulation A	N/A	\$_0.00
Rule 504	N/A	0.00
Total		0.00
a. Furnish a statement of all expenses in connection with the issuance and securities in this offering. Exclude amounts relating solely to organization experimentation may be given as subject to future contingencies. If the amount not known, furnish an estimate and check the box to the left of the estimate.	distribution of the	0.00
Transfer Agent's Fees		
Printing and Engraving Costs		0.00
Legal Fees		0.00
Legal Fees	<b>☑ s</b> _	50,000.00
Accounting Fee:		0.00
Engineering Poos	S_	0.00
Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky	<u> </u>	.00
		300.00
Total		50.800.00

w	•	-	-

	b. Enter the difference between the aggre and total expenses furnished in response to proceeds to the issuer."		is the "adjusted gross	2,949,201.40 S
i.	Indicate below the amount of the adjusted each of the purposes shown. If the amount check the box to the left of the estimate. The proceeds to the issuer set forth in response	unt for any purpose is not known, furr he total of the payments listed must equ	rish an estimate and	
			Payments to	
			Officers. Directors. &	Payments to
	:		Affliates	Others
	Sularies and fees			5 0.00
	Purchase of real estate			S 0.00
	Purchase, renta or leasing and installation	on of machinery		0.00
	Construction or leasing of plant building	s and facilities	0.00	0.00
	Acquisition of other businesses (including			- LJ
	offering that may be used in exchange for	the assets or securitles of another		0.00
	issuer pursuant to a merger)			\$ <u>0.00</u>
	Repayment of indebtodness			
	Working capital		\$ 0.00	<b>☑</b> \$ 2.949,201.
	Other (specify):	<del> </del>	☐ S_0.00	ss
			s 0.00	s_0.00
	Column Totals		<u>5 0.00</u>	2.949,201.
	Total Payments Listed (column totals ad-		•	949,201.40
Ų		DEFENERAL SIGNATU		
	issuer has duly caused this notice to be sign			
gr	information furnished by the issuer to any	tuer to furnish to the U.S. Securities an	d Exchange Commission, upon writte	n request of its staff
ssu	ocr (Print or Type)	Signature	Date 1	<u> </u>
	x Networks, Inc.		2 27	-10 <del>7</del>
an	ne of Signer (Print or Type)	Title of Signer (Print or Ty	pe)	
	mas J. Pincince	Char Executive Officer and		

 $\mathcal{END}$ 

- attention -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)